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EXHIBIT A

7A9

City of Milpitas Redevelopment Agency Proposed Five-Year Implementation Plan July 2005 – June 2010

I. Introduction

A. Purpose and Requirements

California Community Redevelopment Law requires redevelopment agencies to adopt an Implementation Plan every five years. The purpose of the Implementation Plan is to set goals and objectives that will guide efforts to eliminate blight over the next five years. The Implementation Plan also contains an affordable housing section to help the Redevelopment Agency monitor progress in meeting the community's affordable housing needs. The Implementation Plan identifies various projects and activities targeted for implementation over the five-year period. At the same time, the Plan allows the Agency flexibility in choosing which projects it will implement from those outlined in the Plan. To facilitate planning, the Implementation Plan also estimates the revenues and expenditures the Agency will incur over the five-year Implementation Plan period.

The City of Milpitas's Implementation Plan is for the years 2005-2006 thru 2009-2010. To meet Community Redevelopment Law, the Implementation Plan contains the following required information:

- The Agency's goals and objectives for the next five years;
- Program of activities, including potential projects, and estimated expenditures planned for the next five years;
- A description of how the activities, proposed projects, and expenditures will alleviate blight; and
- A description of the Agency's plans to implement its requirement to increase, improve and preserve affordable housing.

The Implementation Plan provides general guidance to the Agency, giving it flexibility to address specific issues of scope, timing, and expenditures. Given unpredictable market conditions, the implementation of the Agency's programs and activities to eliminate blight may vary over the five-year period.

B. Description of Project Areas

The Redevelopment Agency administers activities for the Milpitas Project Area No. 1 and the Great Mall Redevelopment Project Area.

Project Area No. 1: Project Area No. 1 Area (see attached Exhibit A) is approximately 2,230 acres. The original Redevelopment Plan for the Project was adopted by Ordinance No. 192 on September 21, 1976 and consisted of approximately 577 acres (the "Original Project Area"). The Redevelopment Plan has been amended eight (8) times since the Project's adoption.

The first amendment adopted September 4, 1979 by Ordinance No. 192.1 added approximately 483 acres to the Original Project Area (the "Amendment Area No. 1"). The second amendment adopted May 4, 1982 by Ordinance No. 192.2 added approximately 479 acres to the Original Project Area ("Amendment Area No. 2"; collectively, the Original Project Area, Amendment Area No. 1 and Amendment Area No. 2 are referred to as the "Existing Project Area"). The third amendment, adopted on November 27, 1984 by Ordinance No. 192.3, made technical text changes and increased the tax increment limit. The fourth amendment, adopted on December 9, 1986 by Ordinance No. 192.4, amended the Agency's tax increment limit.

The fifth amendment, adopted on April 16, 1991 by Ordinance No. 192.6A, amended the low income housing set-aside to include bond proceeds and restated and reorganized the provisions of the low income housing set-aside. The sixth amendment, adopted on December 9, 1994 by Ordinance No. 192.9, amended the time limits in accordance with Assembly Bill 1290. The seventh amendment, adopted on October 15, 1996 by Ordinance No. 192.11, increased the tax increment limit, increased the bond debt limit, and extended the debt establishment time limit. The eighth amendment, adopted June 17, 2003 by Ordinance No. 192.14, included the following: 1) added area to the Existing Project Area ("Mid Town Added Area"; 691 acres); 2) increased the tax increment limit; 3) increased the bonded indebtedness limit; 4) established eminent domain in the Midtown Added Area for non-residential land uses; and 5) revised and updated various text provisions to conform to the requirements of the CRL. (See Map)

The eighth amendment enabled the Agency to improve its redevelopment activities and carry out its proposed projects so that it could eliminate the significant remaining blight within the existing and amended Project Areas. The current time and fiscal limits for Project Area No. 1 are outlined below and include the new tax increment and bonded indebtedness limit that were increased in 2003.

Project Area	Plan Expiration	Last Date To Incur New Debt	Last Date to Repay Debt With Tax Increment	Tax Increment Limit	Limit on Total Tax Increment Bonded Indebtedness
Project Area No. 1 (Original)	September 21, 2017	January 1, 2014	September 21, 2027	\$2.4 billion for all Project No. 1 Areas	\$498 million for all Project No. 1 Areas
Amendment No. 1	September 4, 2020	January 1, 2014	September 4, 2030		
Amendment No. 2	May 4, 2023	January 1, 2014	May 4, 2033		
Midtown	June 17, 2034	June 17, 2023	June 17, 2049	Not Applicable	Not Applicable
Great Mall	November 2, 2008	Not Applicable	Not Applicable		

Updating the Redevelopment Plan enabled the Agency to more proactively participate in the revitalization of Project Area No. 1 in accordance with the Midtown Specific Plan and the Transit Study Area Concept Plan.

Great Mall Project Area:

The Great Mall Redevelopment Project Area (see attached Exhibit A) was adopted in 1993 and consists of 150 acres. The project area has been amended twice; the first amendment, adopted on December 6, 1994 by Ordinance No. 192.10, brought the Project Area into conformity with Community Redevelopment Law (CRL) amended by Assembly Bill 1290 (1993). The second amendment, adopted on October 16, 2001 by Ordinance No. 192.13, added 0.89 acres in two separate properties for the placement and maintenance of freeway signs for the Great Mall of the Bay Area.

The Agency does not receive tax increment revenue the Great Mall project area, but the Agency received sales tax revenues from the Great Mall project area during the last five years. Under an Owner Participation Agreement with Ford Land Development, the developer of the Great Mall, the Agency shared one-half of the sales tax revenues generated by sales at the Great Mall to reimburse Ford for the \$8.5 Million in public improvements that benefit the Milpitas community. After Ford sold the Great Mall to the Swerdlow Group, in May 2000 the Agency issued the Great Mall of the Bay Area Sales Tax Revenue Bonds at a more favorable interest rate to pay off the developer.

C. 1999/2000 - 2004/05 Milpitas Redevelopment Agency Accomplishments

Over the past several years the Agency successfully reduced blight in Project Area No. 1 (herein referred to as "Project Area" by undertaking various redevelopment activities. These activities included improvements to infrastructure, and public facilities in the Project Area. It also included efforts to improve the economic vitality of the Project Area and provide housing opportunities for low- and moderate-income residents.

Project Area No. 1 Accomplishments

The Agency successfully completed a wide array of projects and activities in Project Area No. 1 over the last five years. This section describes the Agency's accomplishments in transportation, utilities and public infrastructure, open space and commercial rehabilitation.

TRANSPORTATION

Transportation efforts are focused on developing a transportation system integrated with the pattern of living, working and shopping areas to provide safe, convenient and efficient movement within the Project Area and to prevent the dispersal of employment and activities in the community. During the 1999/00 to 2004/05 timeframe, the Agency funded and implemented the following projects:

Redevelopment Agency Projects	RDA Funding	Private or Other Public \$
<ul style="list-style-type: none">• Street Projects – Reconstructed streets and medians within the Project Area for improved safety, provided analysis of lighting deficiencies and constructed trail and sidewalk safety upgrades.	\$6,200,000	\$11,600,000
<ul style="list-style-type: none">• Interchange, Roadway Capacity and Widening Improvements	\$9,300,000	\$12,600,000

UTILITIES AND PUBLIC INFRASTRUCTURE

The Agency has funded utility and public infrastructure projects in order to promote development of community facilities and utilities commensurate with the anticipated needs of the Project Area and to eliminate and prevent the spread of blighting influences including vacant and under-utilized land and deteriorating buildings, inadequate transportation, sewer, water and drainage and other physical and economic and environmental deficiencies. During the 1999/00 to 2004/05 timeframe, the Agency funded and implemented the following projects:

Redevelopment Agency Projects	RDA Funding	Leveraging
<ul style="list-style-type: none">• Storm Drain System Improvements – Funded storm drain system improvements and for the Storm Drain Master Plan, the Midtown Specific Plan and the public safety technology.	\$1,000,000	\$2,900,000
<ul style="list-style-type: none">• Sewer & Water Projects – Funded the San Jose Parallel Forcemain, Pump Station site improvements and water well upgrades.	\$8,600,000	\$15,000,000

Table A

Blighting Conditions Addressed by Completed Project

Project	Commercial and retail vacancies, business development	Incompatible building design	Graffiti, accumulated garbage, weeds and non-conforming uses and signs	Inadequate parking and traffic congestion	Deteriorating public improvements	Fractured land ownership and irregular parcelization	Environmental contamination	Inadequate open space
Project Area No. 1 Project Area								
• Street Projects	◆				◆			
• Interchange, Roadway Capacity and Widening Improvements	◆			◆	◆			
• Storm Drain System Improvements	◆				◆			
• Sewer and Water Projects	◆				◆			
• Midtown Improvements	◆	◆		◆	◆		◆	
• Civic Center Improvements					◆			
• Recreation Projects					◆			◆
• Senior Center Improvements					◆			
• City Gateway Identification Sign	◆							
• Telecommunications and Technology Improvements					◆			
• Milpitas Library					◆			
• Other Community Projects	◆				◆			
• Parks Projects					◆			◆
• Berryessa and Coyote Creeks Trail Improvements					◆			◆

II. Five-Year Redevelopment Plan

This section outlines the Redevelopment Agency's goals and objectives and its proposed projects and activities and expenditures for the next five years, from July 2005 to June 2010. The projects and activities, as well as the expenditures are estimates of future activity and costs and are subject to change pending market opportunities and constraints. This section is divided into four major parts:

- A. Five-Year Goals and Objectives –
Outlines the Agency's goals & objectives over the next five years for Project Area No. 1 and the Great Mall Project Area.
- B. Five-Year Implementation Plan Revenues –
Describes the amount of funding expected to be available to implement the Agency programs and activities.
- C. Five-Year Redevelopment Programs and Expenditures –
Describes the proposed programs and activities the Agency plans to undertake and the estimated cost of those activities.
- D. Link Between Programs and Blight Elimination –
Explains how the Agency's goals, programs and objectives over the next five years will help to eliminate blight in the Project Area.

A. Five-Year Goals and Objectives

The Five-Year Goals and Objectives establish a framework for the Redevelopment Agency's activities and programs from fiscal year 2005-06 thru 2009-10. The goals and objectives listed here are a continuation of those goals and objectives from the previous Implementation Plans, the adopted 2005-2010 Capital Improvement Program and include those additional goals and objectives adopted as part of the 2003 amendment. These goals and objectives will continue to serve as a guide to the Agency in its efforts to eliminate the physical and economic blighted conditions identified in the Project Area.

Project Area No. 1 Goals and Objectives

Transportation:

- Develop a transportation system integrated with the pattern of living, working and shopping areas to provide safe, convenient and efficient movement within the Project Area and connections to the City.
- Direct special consideration toward the circulation needs of a modern, convenient central business district, including adequate off-street parking.
- Promote a traffic pattern to encourage industrial development and further the potential of industrial land.
- Prevent the dispersal of employment and activities in the community over a larger area causing dependence on greater travel and inconvenience to the citizens of the City of Milpitas and the persons employed by industries within the Project Area.

Utilities and Public Infrastructure:

- Promote community facilities and utilities commensurate with the anticipated needs of the residents and employees of the Project Area.
- Eliminate and prevent the spread of blighting influences including vacant and under-utilized land and deteriorating buildings, inadequate transportation, sewer, water and drainage, and other physical and economic and environmental deficiencies.
- Provide the framework and infrastructure for restoring economic health to the Project Area.

Open Space:

- Develop adequate civic, recreational, and cultural centers in locations for the best service to the residents and employees of the Project Area and in ways that will promote community beauty and growth.
- Preserve and enhance natural areas, which act in providing for clean air, water, and an unspoiled environment.
- Acquire and maintain open space sufficient to provide for parks and recreational facilities.
- Prevent the unnecessary or premature conversion of open space lands to urban uses that would be considered potentially hazardous for customary urban development.

Commercial Rehabilitation:

- Stimulate commercial and industrial development and the creation of employment opportunities.
- Encourage economic pursuits to strengthen and promote development through stability and balance.
- Replan, redesign, rehabilitate and redevelop areas that are stagnant or improperly utilized.
- Provide opportunities for participation by owners in the revitalization of their properties.
- Publicize the position of the Project Area as a place to carry on compatible industrial and reliable commercial activity, with special emphasis directed toward the advantages of the City's location to both industrial and commercial use.

Affordable Housing:

- Provide a variety of residential types consistent with CRL to serve the varying needs of individuals and families while retaining existing structural standards.

MIDTOWN GOALS

The goals and objectives for Midtown Area are based upon the goals outlined in the Midtown Specific Plan as follows:

Land Use

- Encourage a compatible mixture of residential, retail, office, service-oriented commercial, public facilities and industrial uses.
- Provide for a significant component of new housing within the area in order to: improve the vitality of the area, address local and regional housing needs, and reinforce the use of transit.
- Promote an intensity of development in the area that is appropriate to its central location.
- Provide for a land use mix that supports major transit facilities.
- Provide for the mitigation of hazardous materials and the productive reuse of brownfields.

Community Design

- Create an attractive district that is uniquely "Milpitas."
- Establish a pedestrian-oriented, mixed-use district that is focused along Main Street.
- Provide urban open spaces (i.e., plazas, squares) that serve multiple purposes and can be used for special events.
- Improve the character of streets and public views.

Circulation

- Improve the viability of the pedestrian, bicycle and transit systems.
- Balance the need for traffic with livability and a pedestrian focus.
- Develop mass transportation facilities.

Great Mall Project Area Goals and Objectives

The goals and objectives of the Great Mall Redevelopment Plan are as follows:

- The elimination of blighting influences and the correction of environmental deficiencies in the Project Area, including among others, faulty exterior spacing, obsolete and aged building types, building vacancies, uneconomic land uses and inadequate or deteriorated public improvements, facilities and utilities.
- The replanning, redesign, rehabilitation and development of areas which are stagnant or improperly utilized.

- The provision of opportunities for participation by owners in the revitalization of their properties.
- The strengthening of retail and other commercial functions in the Project Area.
- The strengthening of the economic base of the Project Area and the community by the installation of needed off-site improvements to stimulate new commercial expansion, employment and economic growth.
- The provision of adequate land for parking and open spaces.
- The establishment and implementation of performance criteria to assure high site design standards and environmental quality and other redesign elements that provide unity and integrity to the entire Project Area.

B. Five-Year Implementation Plan Revenues and Expenses

Total Agency Revenues:

The City of Milpitas Redevelopment Agency will undertake a variety of programs and projects to alleviate blighted conditions and advance the Implementation Plan's goals and objectives over the next five years. It is anticipated that the Agency will receive \$152 million in gross tax increment revenues over the five-year period. In addition to this, the Agency will receive interest income revenue for a total of \$11 million. Total Agency revenues over the five-year period will be approximately \$163 million.

80% Program Revenues:

After deducting Affordable Housing Funds and housing fund interest income, other taxing agencies pass-through payments, the debt service on the 2003 tax allocation bonds, and County payments required as part of the Elmwood land purchase and Agency operation costs, the Agency will need to utilize its fund reserves to cover anticipated expenditures and to supplement the bond proceeds in order to fund the adopted 2005-2010 Capital Improvement Program. At the end of the five years, the Agency will show a negative fund balance of approximately \$1 million.

Table B describes the funds the Agency projects it will have available each year as well as the cumulative amount over the five-year Implementation Plan. The Agency will leverage these funds whenever possible with other resources from the City, state and federal government.

Table B
Projected Operating Revenues and Expenses for Redevelopment Programs
FY 2005-2006 to 2009-2010

	2005/06	2006/07	2007/08	2008/09	2009/10	5 YR Total
RDA Program (80%)						
Operating Revenues	\$25,119,886	\$ 25,581,860	\$26,181,953	\$26,535,631	\$27,153,456	\$130,572,785
Use of fund Balance	11,313,714	5,074,599	4,181,560	7,990,611	8,987,345	37,547,828
Use of bond proceeds	18,138,000	46,081,000	2,775,000	8,100,000	(300,000)	74,794,000
Total Agency Revenue & Fin. Sources	\$54,571,600	\$ 76,737,458	\$33,138,512	\$42,626,241	\$35,840,801	\$242,914,613
Operating Expenses (Includes Debt Svcs)	(35,132,903)	(31,948,444)	(32,253,512)	(32,541,241)	(33,734,801)	(165,610,902)
Cap Improvement Projects - 5 Yr Plan	(19,438,697)	(44,789,014)	(885,000)	(10,085,000)	(2,106,000)	(77,303,711)
Remaining Fund Bal & Bond Proceeds						
Unreserved Fund Bal	\$18,875,680	\$ 13,801,082	\$ 9,619,522	\$ 1,628,911	\$ (7,358,434)	(\$1,345,648)
Unallocated Bond Proceeds	\$62,668,786	\$ 16,587,786	\$13,812,786	\$ 5,712,786	\$ 6,012,786	
RDA 20% Housing						
Operating Revenues	\$ 6,037,522	\$ 6,461,265	\$ 6,535,283	\$ 6,899,953	\$ 7,354,409	\$ 33,288,431
Housing Expenses	(6,078,622)	(22,054,473)	(5,538,399)	(1,291,779)	(1,321,568)	(36,284,841)
Remaining Fund Bal	\$20,822,779	\$ 5,229,570	\$ 6,226,454	\$11,834,628	\$17,867,469	

C. Five-Year Redevelopment Programs and Expenditures

This section describes the programs and projects the Agency will undertake over the next five years and the expenditures expected for each of these activities. Programs and projects from 2005-06 through 2009-10 will include public infrastructure and utility projects, transportation improvements and public facility improvements. Available expenditures are based on present estimates of future tax-increment, 2003 Bond proceeds and other revenues over the five-year period.

To eliminate blighting conditions the Agency has identified the following programs and projects as part of the adopted 2005-2010 Capital Improvement Program. The programs and projects list includes an estimate of the cost to carry out the activity.

Transportation

Transportation efforts are focused on developing a transportation system integrated with the pattern of living, working and shopping areas to provide safe, convenient and efficient movement within the Project Area and city and to prevent the dispersal of employment and activities in the community. For 2005-06 thru 2009-10, the Agency has identified the following projects:

Project	Rationale	RDA Funding
BART Extension	Planning and Coordination for the BART Extension that will serve residents and businesses within both project areas.	\$290,000
Milpitas Boulevard Signal Interconnect	Provides more efficient traffic flow by connecting Milpitas Blvd traffic signals to the Calaveras/Milpitas Blvds traffic signal.	\$175,000
Light Rail Median Landscaping	Completes the landscape of the median that was originally part of the Light Rail construction.	\$1,416,000
North Milpitas Blvd. Soundwall	Renovates the soundwall between Jacklin Road and Escuela Parkway.	\$150,000

Utilities and Public Infrastructure

Utilities and public infrastructure efforts promote community facilities and utilities commensurate with the anticipated needs of Project Area residents and employees and eliminate and prevent the spread of blighting influences including vacant and under-utilized land and deteriorating buildings, inadequate transportation, sewer, water and drainage and other physical and economic and environmental deficiencies. Elimination of these problems will continue to encourage private development and investment in the Project Area. For 2005-06 thru 2009-10, the Agency has identified the following projects:

Project	Rationale	RDA Funding
• Public Works Yard Improvements and Facility	Expands the parking facility, updates the security system, makes improvements that bring the facility into compliance with the Storm Water Pollution Prevention Program and provides an emergency vulnerability	\$510,000

Studies	assessment of facilities.	
• In-ground Water Clarifiers	Provides compliance at the Fire Stations with the urban runoff program.	\$150,000
• Main Sewer Pump Station Site Improvements	This provides for the relocation of the Public Works Yard to accommodate the new Library on North Main Street.	\$1,000,000
• Oakcreek Pump Station	This provides for the necessary replacement of aged equipment at the Oakcreek Station per the Storm Drain Master Plan.	\$800,000
• Berryessa Pump Station Improvements	This provides for the necessary replacement of aged equipment at the Berryessa Station. This station serves neighborhoods within Project Area No. 1.	\$1,415,000
• Building & Facility Improvements	This provides for upgrades to a variety of public facilities to bring them into compliance with current code requirements. Aged equipment will also be replaced.	\$354,000
• Range Lead Containment	Adds environmentally safe containments systems at Range.	\$210,000
• Singley Area Phase 4	Completes the reconstruction of street surface improvements in the Singley Area Study.	\$558,000

Open Space

Open space programs support redevelopment in the Project Area by developing adequate civic, recreational and cultural centers in locations for the best service to the residents and employees of the Project Area and in ways that will promote community beauty and growth and focus development in urbanized areas. For 2005-06 thru 2009-10, the Agency has identified the following projects:

Project	Rationale	RDA Funding
• Milpitas Sports Center (MSC) Facility Improvements	Provides matching funds for facility upgrades to comply with FEMA requirements and reconfigures the parking lot and site for better traffic flow.	\$1,827,000
• Senior Center Relocation	Provides for the rehabilitation of the existing Library site to accommodate the new Senior Center.	\$11,352,000
• Community Center Improvements	Improvements that bring the facility into compliance with current code requirements.	\$500,000

Commercial Rehabilitation: The adopted 2005-2010 Capital Improvement Program does not include activities for Commercial Rehabilitation.

MIDTOWN ADDITIONAL GOALS

LAND USE

Land use programs and projects encourage a compatible mixture of residential, retail, office, service-oriented commercial, public facilities and industrial uses, provides for a land use mix that supports major transit facilities and provides for the mitigation and the productive reuse of brownfield properties. For 2005-06 thru 2009-10, the Agency has identified the following projects:

Project	Rationale	RDA Funding
• Milpitas Library	Reuses the historic Milpitas Grammar School to accommodate a new 60,000 square foot public library. This project is critical to the revitalization of the Midtown historic commercial core.	\$35,000,000
• North Main Street Utility Improvements	This provides for the design and construction of utility relocation work for the North Main Street development area.	\$1,100,000
• KB Home Infrastructure	This is part of the Agency's commitment towards with construction of infrastructure for the KB Home project.	\$5,531,000

COMMUNITY DESIGN

Community design programs and projects create an attractive district uniquely Milpitas, established pedestrian-oriented, mixed use district that is focused along Main Street and provides urban open spaces. For 2005-06 thru 2009-10, the Agency has identified the following projects:

Project	Rationale	RDA Funding
• North Main Streetscape	This provides for the reconstruction of North Main Street consistent with the Midtown Specific Plan.	\$5,150,000
• N. Main St. EIR Mitigations	Provides for environmental mitigations required by the Main Street Development EIR.	\$500,000
• Transit Area Plan	This provides for planning service required for the Transit Area Specific Plan.	\$723,000

CIRCULATION

Circulation programs and projects improve the viability of pedestrian, bicycle and transit systems along with creating mass transportation facilities. For 2005-06 thru 2009-10, the Agency has identified the following projects:

Project	Rationale	RDA Funding
• Abel Street Improvements	This provides for the design of the Abel Street reconstruction consistent with the Midtown Specific Plan.	\$200,000
• Midtown Parking Garage East	Provides for land acquisition, site improvements and construction of a 300-space public parking garage to serve the North Main Street developments consistent with the Midtown Specific Plan.	\$9,765,000
• Milpitas Communication Enhancements	This project will deploy communication cables and equipment to Abel Street and Curtis Avenue and will support future development needs.	\$170,000
• Calaveras RR	This project provides for sidewalk safety	\$200,000

Overcrossing	improvements on the overpass.	
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Table C
Adopted Capital Improvement Program Expenditures by Year

Utilities and Public Infrastructure	2005-06	2006-07	2007-08	2008-09	2009-10	TOTAL
Public Works Yard Improvements & Studies	\$60,000	\$0	\$450,000	\$0	\$0	\$510,000
Building & Facility Improvements	\$354,000	\$0	\$0	\$0	\$0	\$354,000
In-ground Water Clarifiers	\$0	\$0	\$150,000	\$0	\$0	\$150,000
Main Sewer Pump Station Site Impts.	\$1,000,000	\$0	\$0	\$0	\$0	\$1,000,000
Oakcreek Pump Station	\$0	\$0	\$0	\$800,000	\$0	\$800,000
Berryessa Pump Station Improvements	\$1,415,000	\$0	\$0	\$0	\$0	\$1,415,000
Range Lead Containment System	\$210,000	\$0	\$0	\$0	\$0	\$210,000
Singley Area Phase 4	\$0	\$18,014	\$0	\$0	\$540,000	\$558,014
	\$3,039,000	\$18,014	\$600,000	\$800,000	\$540,000	\$4,997,014
Open Space						
MSC Facility Improvements	\$577,000	\$1,250,000	\$0	\$0	\$0	\$1,827,000
Senior Center Improvements	\$2,375,000	\$0	\$0	\$8,700,000	\$0	\$11,075,000
Community Center Improvements	\$0	\$0	\$0	\$500,000	\$0	\$500,000
	\$2,952,000	\$1,250,000	\$0	\$9,200,000	\$0	\$13,402,000
Transportation						
Bart Extension Coordination and Planning	\$35,000	\$85,000	\$85,000	\$85,000	\$0	\$290,000
Milpitas Boulevard Signal Interconnect	\$25,000	\$0	\$0	\$0	\$0	\$25,000
Light Rail Median Landscaping	\$0	\$0	\$0	\$0	\$1,416,000	\$1,416,000
Transit Area Specific Plan	\$722,697	\$0	\$0	\$0	\$0	\$722,697
North Milpitas Blvd. Soundwall	\$0	\$0	\$0	\$0	\$150,000	\$150,000
	\$782,697	\$85,000	\$85,000	\$85,000	\$1,566,000	\$2,603,697
Midtown Land Use						
North Main St. Utility Improvements	\$1,100,000	\$0	\$0	\$0	\$0	\$1,100,000
Library	\$1,300,000	\$33,700,000	\$0	\$0	\$0	\$35,000,000
KB Home Infrastructure	\$0	\$5,531,000	\$0	\$0	\$0	\$5,531,000
	\$2,400,000	\$39,231,000	\$0	\$0	\$0	\$41,631,000
Midtown Community Design						
North Main St. Midtown Streetscape	\$800,000	\$4,350,000	\$0	\$0	\$0	\$5,150,000
North Main St. Development EIR Mitigations	\$500,000	\$0	\$0	\$0	\$0	\$500,000
	\$1,300,000	\$4,350,000	\$0	\$0	\$0	\$5,650,000
Midtown Circulation						
Abel Street Midtown Improvements	\$200,000	\$0	\$0	\$0	\$0	\$200,000
Midtown Parking Garage East	\$5,600,000	\$0	\$0	\$0	\$0	\$5,600,000
East Garage Land Acquisition & Site Prep	\$4,165,000	\$0	\$0	\$0	\$0	\$4,165,000
Calaveras Overcrossing	\$0	\$0	\$200,000	\$0	\$0	\$200,000
Milpitas Communication Enhancements	\$0	\$170,000	\$0	\$0	\$0	\$170,000
	\$9,965,000	\$170,000	\$200,000	\$0	\$0	\$10,335,000
Deleted Capital Projects						
West Garage (County to build)	(\$1,000,000)	\$0	\$0	\$0	\$0	(\$1,000,000)
Ball Park Fence & Main/Great Mall Sewer Interceptor	\$0	(\$315,000)	\$0	\$0	\$0	(\$315,000)
	(\$1,000,000)	(\$315,000)	\$0	\$0	\$0	(\$1,315,000)
TOTALS BY YEAR	\$19,438,697	\$44,789,014	\$885,000	\$10,085,000	\$2,106,000	\$77,303,711

D. Link Between Programs and Blight Elimination

This section of the Implementation Plan outlines how the proposed programs and projects will help to alleviate blight in the Project Areas. The goals of the Redevelopment Plans include: eliminating environmental deficiencies; improving vehicular and pedestrian circulation; planning, designing and redeveloping underutilized areas; strengthening commercial functions; strengthening the economic base; providing adequate parking and open space; and establishing and implementing design performance criteria.

Despite the successful efforts of the Redevelopment Agency, blighted conditions remain in the Area. Following is a list of blighted conditions in the Project Area that need further redevelopment assistance:

- Commercial and retail vacancies
- Incompatible building design
- Graffiti, accumulated garbage, weeds, and non-conforming uses and signs
- Inadequate parking and traffic congestion
- Deteriorating public improvements and inadequate lighting
- Fractured land ownership and irregular land parcelization
- Environmental contamination
- Inadequate open space
- Residential overcrowding
- Deteriorating affordable housing stock

The proposed programs and projects in Section C above will advance the Agency's goals to eliminate blighting conditions in the Project Area as defined by CRL. Public infrastructure projects will improve the condition of deteriorating public infrastructure. Traffic and transportation improvements will help ameliorate circulation problems and increase economic activity. Investment in public facilities will make the facilities more attractive and safer and improve services to residents and businesses in the Project Area. Table D below summarizes the direct relationship each of these programs has on eliminating blighting conditions as defined by CRL.

Table D
Blighting Conditions Addressed by Proposed Projects

Project	Commercial and retail vacancies, business development	Incompatible building design	Graffiti, accumulated garbage, weeds, and non-conforming uses and signs	Inadequate parking and traffic congestion	Deteriorated public improvements	Fractured land ownership and irregular land parcelization	Environmental contamination	Inadequate open space
Public Works Yard Improvements & Facility Studies					◆			
Building & Facility Improvements					◆		◆	
In-Ground Water Clarifiers					◆			
Main Sewer Pump Station Site Improvements					◆			
Berryessa Pump Station Improvements					◆			
Range Lead Containment System							◆	
MSC Facility Improvements					◆			◆
Senior Center					◆			◆
Community Center					◆			◆
BART Extension Planning	◆			◆				
Milpitas Blvd Signal				◆				
Light Rail Median Landscaping				◆				
North Milpitas Blvd. Soundwall					◆			
North Main Street Utility Improvements	◆				◆			
Library					◆			◆
N. Main St. Streetscape	◆				◆			
N. Main St. EIR Mitigations							◆	
Able Street Improvements	◆			◆	◆			
Midtown Parking Garage East	◆			◆				
KB Home Infrastructure					◆			
Calaveras O/C					◆			
Singley Phase 4					◆			

III. Affordable Housing Plan

A. 1999-2005 Housing Accomplishments

The Agency successfully assisted several affordable housing projects and activities in the Project Areas as well as outside the Project Areas as allowed by Redevelopment Law. The housing accomplishments listed in this section describe the completion of several housing developments that provide affordable housing in accordance with CRL.

The next section separately describes housing projects the Agency is involved in that will be completed during the 2005-10 timeframe.

Redevelopment Agency Projects	RDA Funding	Leveraging
<ul style="list-style-type: none"> Construction completed at Montevista Apartments. Total units in project: 306. Total affordable: 266 units. Project opened in 2000 – 01. Very Low Income (VL): 57 units; Low Income (L): 56 units; Moderate Income (Mod): 153 units. 	\$3,000,000	
<ul style="list-style-type: none"> Construction completed on new single-family homes at Summerfield Homes. Total units: 110. Project opened in 2000 – 01. VL: 22 units. 	\$3,000,000	
<ul style="list-style-type: none"> Construction completed on new rental affordable housing units at The Crossing Apartments at Montague. Total units in project: 468. Project opened in 2001 – 02. VL: 94 units. 	\$3,742,578	
<ul style="list-style-type: none"> Construction completed at Parc West Apartments. Total units in project: 68. Total affordable: 68 units. Project opened in 2002 – 03. L: 35 units; Mod: 33 units. 	\$1,000,000	
<ul style="list-style-type: none"> Construction completed on new condominiums units for first time homebuyers at Parc Metropolitan. Total units in project: 382. Total affordable: 28 units. Project opened in 2002 – 03. L: 10 units; Mod: 18 units. 	\$792,587	
<ul style="list-style-type: none"> Contributed \$500,000 to the Housing Trust Fund of Santa Clara County to be used for affordable housing in Milpitas. Mid-Peninsula Housing Coalition has applied for this allocation for the DeVries Place project. 	\$500,000	

B. Five-Year Goals and Objectives

The Agency continues to actively promote and subsidize affordable housing both within and outside the Redevelopment Project Area. Two main goals have been identified to address housing needs in Milpitas:

- Expand Affordable Housing Opportunities
- Preserve Existing Affordable Housing Stock

In order to support the housing goals, the Agency uses its own funds that are often leveraged with other local funds such as Community Development Block Grant, as well as state and federal programs and private resources.

C. Five-Year Housing Revenues

The Agency had a balance of \$20.8 million available for projects at the start of the 2005/06. Over the next five years it is estimated that revenues consisting of new tax increment (\$30 million) and program income from interest and loan repayments (\$3.0 million) will generate about \$33 million. Bond payments and administration costs will total about \$6.4 million over the five years, leaving a net of nearly \$26.6 million directly for new and approved housing programs and projects.

The Agency has several projects identified for the first three years of the Implementation Plan period. Table E below illustrates that once these approved projects are funded, the Agency will still have \$17.8 million available for new projects and programs.

Table E
Projected Housing Projects and Expenditures by Year

	Fund Balance 2005	Fiscal Year 2005-2006	Fiscal Year 2006-2007	Fiscal Year 2007-2008	Fiscal Year 2008-2009	Fiscal Year 2009-2010	Total
Tax Increment	\$20,864,000	\$5,496,000	\$5,825,000	\$6,116,000	\$6,361,000	\$6,616,000	\$51,278,000
Program Income		\$542,000	\$636,000	\$418,000	\$538,000	\$739,000	\$2,873,000
TOTAL	\$20,864,000	\$6,038,000	\$6,461,000	\$6,534,000	\$6,899,000	\$7,355,000	\$54,151,000
Less Debt Service/ Admin		\$1,238,000	\$1,284,000	\$1,288,000	\$1,292,000	\$1,321,000	\$6,423,000
Less Approved Housing Set Aside Projects		\$4,841,000	\$20,770,000	\$4,250,000	\$0	\$0	\$29,861,000
Net Housing Program Funds Available	\$20,864,000	(\$41,000)	(\$15,593,000)	\$997,000	\$5,608,000	\$6,033,000	\$17,868,000

D. Housing Needs/Targeting of Funds

According to the 2000 Census, almost a quarter of Milpitas residents pay more than 35% of their household income toward housing, which is considered overpaying by census definition. This is a characteristic of the regional housing market in the San Francisco Bay Area that Milpitas shares with neighboring cities. The Association of Bay Area Governments (ABAG) periodically determines the need for new housing units for the region and devises an allocation for each jurisdiction to plan its fair share. The current ABAG needs allocation for the City of Milpitas and its percentage by affordable income level is shown in chart below.

ABAG Regional Housing Need Allocation

Very Low Income	698	32%
Low Income	351	16%
Moderate Income	1,146	52%
Total	2,195	100%

A recent amendment to California Redevelopment Law requires that expenditure of Redevelopment Housing funds have specific targets for assistance to very low and low income households as well as age restricted housing. These targets are to be assessed over 10 year planning periods. The first planning period has been adjusted to comply with the date the law was enacted, so it will be from January 2002 to December 2014.

The new law requires that the amount of housing funds targeted to very low and low income households be at least the same proportion as the ABAG needs allocation for those income groups for each 10 year planning period. Accordingly Milpitas should spend at least 48% of its Housing Set-Aside funds for very low and low-income households.

In the prior 5-year implementation plan period, Milpitas spent over \$1.1 million of its funds to assist these income groups. Redevelopment funds were used to provide fee waivers or grants to developers or committed for down payment assistance to low and moderate-income residents in six housing developments - Parc Metro, Parc Place, Parc West and Montevista Apartments, Summerfield Homes and the Crossing Apartments at Montague. This demonstrates significant progress toward the minimum requirement for the entire planning period.

CRL includes an age component to housing assistance targeting. The Agency is required to spend set-aside funds for housing with no age restrictions in the same proportion that the number of households with a member under age 65 bears to the total low income population. Milpitas has 2,790 low-income households of which 25% or 706 are senior households. During the last five years, the Agency has not expended funds for senior assisted housing. Over the next 10 years, the Agency will likely have \$52,000,000 to spend on affordable housing of which \$13,000,000 can be spent on senior housing. Much of this commitment will be achieved with the Agency's \$9.6 million commitment to Mid-Peninsula Housing Coalition for the senior project at the DeVries site.

Table F shows the anticipated expenditures for the planning period January 2002 to December 2014 and Milpitas's progress to date on targeting requirements.

Table F

Redevelopment Housing Setaside Targeting 1/02-12/14
Estimated Funds Available: \$ 52,000,000

	Number	Percent	Targeting Requirement	Target Amount	1/02-12/05 Expenditures	Unit Total	Housing Program/Project
HH Income Targeting	Households (HH)						
Very Low HH	2,790	100%					
Seniors HH (65+ years)	706	25%	Max. Expense	\$13,000,000	\$0		
HH Income Targeting ABAG RHNA 1999-2006	Units						
Very Low Income	698	32%	Min. Expense	\$16,640,000	\$6,171,578	224	Parc Place, The Crossings and Montevista Apartments
Low Income	351	16%		\$8,320,000	\$5,135,587	147	Parc Metro, Summerfield Homes, Parc Place, Parc West and Montevista Apartments
Moderate Income	1,146	52%		\$27,040,000	\$4,227,000	206	Parc Metro, Parc Place and Montevista Apartments
Total	2,195	100%		\$52,000,000	\$15,534,165	577	

E. Five-Year Housing Programs

Milpitas has several ongoing housing programs with funding proposed from the Housing Set Aside funds over the next five years. These projects are identified under Developer Assistance. The Agency also has funds for new projects not yet identified. Typically Housing Set Aside funds have been earmarked for a project in response to a developer inquiry. Since the 20% funds projection at the end of the five-year period is significant, the Agency can be more proactive in soliciting affordable housing development proposals. Table G summarizes anticipated expenditure by year of the following programs and projects.

Low and Moderate Income Housing Rehabilitation Program

Preservation of existing housing stock can be more cost effective than creating new affordable housing. The Housing Rehabilitation program provides low interest loans to very low and low-income homeowners to repair code and safety items and upgrade construction deficiencies.

Funding for this program will be \$800,000 for the next five years, which will assist approximately 15 dwelling units.

Down Payment Assistance and Developer Assistance:

City of Milpitas will provide approximately \$26.9 million to assist very low, low and moderate-income households as part of the projects identified below. A total 357 affordable housing units will be provided over the five-year time period. Once constructed, all affordable housing units will have long-term affordability restriction agreements to remain part of the Milpitas overall housing stock.

The Agency actively participates in the expansion of affordable housing by providing direct assistance to developers for the development of affordable housing both inside and outside the Project Areas. The Agency also provides Silent 2nds to assist the buyers of the affordable units. The projects below described Agency approved and subsidized projects that will be constructed during the Implementation Plan period.

<ul style="list-style-type: none"> • Construction nearly completed at Parc Place for new condominium units. • Total units in project: 285. Total affordable: 58 units. • VL: 18 units; L: 6 units; Mod: 34 units. 	\$3,291,030	
<ul style="list-style-type: none"> • Committed funding for new condominiums units for first time homebuyers at Apton Plaza. • Total units in project: 93. Total affordable: 19. Very Low (VL): 9 units; Moderate (Mod): 10 units. 	\$1,230,560	
<ul style="list-style-type: none"> • Committed funding for Centria Condominiums for first time homebuyers. • Total units in project: 464. Total affordable: 93. • VL: 22 units; Low (L): 4 units; Mod: 67 units. 	\$1,139,560	
<ul style="list-style-type: none"> • Committed funding for the Town Center Condominiums for first time homebuyers. The Agency also funded the rehabilitation of 4 off-site units for very low-income residents. • Total project units: 69. Total affordable: 20. VL: 4 units; Mod: 16 units. 	\$1,000,000	
<ul style="list-style-type: none"> • Committed funding for the DeVries Place Senior Housing in partnership with Mid-Peninsula Housing Coalition to construct and operate the project. The project also includes one moderate income Manager unit. • Total units in project: 102. Total affordable: 102. VL: 101 units; Mod: 1 unit. 	\$9,600,000	\$17,000,000 (Mid-Pen) \$5,000,000 (KB) \$1,000,000 (County)
<ul style="list-style-type: none"> • Approved funding for the rehabilitation of 4 existing rental units on Edsel and Shirley Drive with long-term affordability restriction agreements. • Total units in project: 4. Total affordable: 4. This project outside RDA boundaries and the Agency only receives credit for one-half of the units. 	\$200,000	

<ul style="list-style-type: none"> Approved additional funding of \$150,000 to the Housing Trust Fund of Santa Clara County to be used for affordable housing in Milpitas. Mid-Peninsula Housing Coalition has applied for this allocation for the DeVries Place project. 	\$150,000	Included in DeVries Place Senior Housing
<ul style="list-style-type: none"> Approved the Development Agreement with KB Home for 683-units that will include 110 affordable housing units for moderate-income households (11 single family; 14 town homes; 85 apartments). Total units in project: 683. Total affordable: 110. 	Estimated \$13,000,000	

Other Potential Projects

In addition to the funds described above, by the end of the Implementation Period the Agency will have nearly \$16 million over the five-year planning period to use for new affordable housing projects. These will be targeted towards family housing projects with priority towards very low and low-income households. Based on recent project development costs, it is estimated that nearly 500 new units could be produced with these funds. There are a number of ways that new projects may be assisted:

Site Acquisition

Acquisition of land and/or potential rehabilitation of underutilized residential parcels both inside and outside the Project Area.

For example, **Senior Housing Solutions**: The Agency is considering a total of \$350,000 to financially assist Senior Housing Solutions on the acquisition of a single-family home. This home will accommodate 5 very low-income seniors. Other funding sources will be used for the rehabilitation of the structure. This project is outside a redevelopment project area; therefore the Agency only receives credit for one-half the units.

Mixed-Use Development

Utilizing sites to develop mixed-use developments that include an affordable housing component.

Santa Clara County Housing Trust Fund

The Agency contributes to this countywide housing fund for additional projects in Milpitas. An additional \$150,000 was approved in March 2006 to be used for affordable housing in Milpitas.

Table G

Projected Use of Housing Set Aside Funds: 2005-2010

Program/Type	Funding/Affordable Units By Year					
	2005	2006	2007	2008	2009	Total
New Construction						
New Projects Approved	\$6.5M	\$4.6M	\$11.1	\$9.6M	\$4.3M	\$36.1M
Very Low Income Units	3	18	133	0	60	214
Low Income Units		6	4	0	42	52
Moderate Income Units		34	77	126	68	305
Rehabilitation						
Housing Rehabilitation Program	\$0	\$200,000	\$200,000	\$200,000	\$200,000	\$800,000
Very Low Income Units	0	4	4	2	2	12
Low Income Units	0	0	0	2	1	3
Moderate Income Units	0	0	0	0	0	0
Totals Funds	\$6.5M	\$4.8M	\$11.3M	\$9.8M	\$4.4M	\$36.9M
Very Low Income Units	3	22	137	2	62	226
Low Income Units		6	4	2	43	55
Moderate Income Units		34	77	126	68	305
Total Units	3	62	218	130	173	586

F. Replacement Housing

Whenever dwelling units that house low or moderate-income households are demolished as part of an Agency assisted project, an equal amount of units must be returned to the housing stock by construction or rehabilitation within four years. At this time it is not anticipated that residential units will be demolished as part of Agency activities. In the event this should occur, the Agency will fulfill its obligation to replace those units within four years.

G. Project Area Inclusionary Requirements

Within the Redevelopment Project Area, the Agency must ensure that 15% of all newly constructed or substantially rehabilitated dwelling units that are developed by private developers or public agencies other than the Redevelopment Agency are restricted to low and moderate-income households at an affordable housing cost, and that 40% of the 15% are restricted for occupancy by very low income households at an affordable housing cost. This must be evaluated every 5 years to ensure that the requirements are met every 10 years. From the inception of the Milpitas Redevelopment Agency until the beginning of this planning period, those requirements have been met. A total of 3,687 residential units have been constructed in the project areas and a total of 727 are affordable. Of those 727 units, 374 are affordable to very low-income households, and 353 are affordable to low or moderate income households.

The Milpitas Agency has exceeded the requirement to provide affordable housing in by nearly 32%. In particular, the Agency has exceeded the requirement to provide affordable units to very low-income residents by 29%.

For units built or rehabilitated by the Agency, 30% must be available at affordable housing costs to Low and Moderate income households of which one-half must be available at affordable housing costs to Very Low Income Households. The Agency has not built or rehabilitated any housing projects directly during the last five years.

As each project is developed within the Redevelopment Project Area, the Agency requires an agreement to ensure the affordability requirements are met. The Agency will continue this practice during the implementation plan period. As a result of the Midtown Specific Plan and the Transit Study Area, it is estimated that another 6,000 units may be constructed in the redevelopment areas over the next 10 years, which would produce at least 360 very low-income units and 540 low or moderate-income units from 2005-2015.

Beyond that, for the life of the Redevelopment Agency it is estimated that another 3,000 units will be constructed from 2015-2033. This would generate another 180 very low-income units and 270 low or moderate-income units. The historical and future estimates of housing production, including affordable units, in the project areas are shown below.

Table F
Housing Production in Redevelopment Areas

		Inclusionary Requirement			Affordable Units Completed		
1981-2002 By Year	Total Units Constructed	Very Low 6%	Low/Mod 9%	Total 15%	Very Low	Low/Mod	Total
1988	150	150	0	150	150	0	150
1988	375	0	0	0	0	0	0
1990-1991	0	0	0	0	0	0	0
1992	114	0	0	0	0	0	0
1993-1999	0	0	0	0	0	0	0
2000	416	76	344	420	0	0	0
2001	468	47	0	47	123	344	467
Total	1,523	273	344	617	273	344	617
Actual Percent:					18%	23%	40%
Future Years	Future Est. Units	Very Low 6%	Low/Mod 9%	Total 15%			
Implementation Plan Period:							
2002-2015	6,000	360	540	900			
Remainder Life of Agency:							
2015-2031	3,000	180	270	450			
Total Est.							
2002-31	9,000	540	810	1,350			